

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Pear Therapeutics (US), Inc.

2. **All other names debtor used in the last 8 years** Pear Therapeutics, Inc.

Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 4 6 - 3 5 9 7 0 7 4

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>200 State Street</u>	_____
	Number Street	Number Street
	<u>13th Floor</u>	_____
	<u>Boston</u> <u>MA</u> <u>02109</u>	P.O. Box _____
	City State ZIP Code	City State ZIP Code
	<u>USA</u>	Location of principal assets, if different from principal place of business
	County _____	_____
		Number Street

		City State ZIP Code

5. **Debtor's website (URL)** www.peartherapeutics.com

Debtor Pear Therapeutics (US), Inc.
Name

Case number (if known) _____

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*3 2 5 4**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Pear Therapeutics (US), Inc. Case number (if known) _____
 Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor Pear Therapeutics, Inc. Relationship Affiliate

District Delaware When 04/07/2023

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Pear Therapeutics (US), Inc.
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

DocuSigned by
Executed on 04/07/2023
MM/DD/YYYY
Christopher Guiffre
11C3AC391A1E466...

x

Signature of authorized representative of debtor

Christopher Guiffre

Printed name

Title Chief Financial Officer/Chief Operating Officer

Debtor Pear Therapeutics (US), Inc.
Name

Case number (if known) _____

18. Signature of attorney**x** /s/Chantelle D. McClamb
Signature of attorney for debtorDate 04/07/2023
MM / DD / YYYYChantelle D. McClamb
Printed nameGibbons P.C.
Firm name300 Delaware Ave., Suite 1015
Number StreetWilmington
CityDE 19801
State ZIP Code(302) 518-6300
Contact phonecmcclamb@gibbonslaw.com
Email address5978
Bar numberDE
State

Fill in this information to identify the case:

Debtor name Pear Therapeutics (US), Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Perceptive Advisors LLC 51 Astor Place, 10th Floor New York, NY 10003	Attn: Sandeep Dixit P: (646) 205-5300 Sandeep@perceptivelife.com; PCOFReporting@perceptivelife.com	Loan Debt	Contingent, Unliquidated & Disputed			\$10,400,000.00
2	Entrée Health, LLC 104 Carnegie Center, Suite 300 Princeton, NJ 08540	Attn: Andrew Gottfried, CEO P: (212) 907-6929 F: (212) 867-2644 jrozario@omnicomhealthgroup.com	Trade Claim	Contingent, Unliquidated & Disputed			\$213,898.76
3	Fingerpaint Marketing Inc 395 Broadway Saratoga Springs, NY 12866	Attn: Ed Mitzen, CEO P: (518) 693-6960 kwichelns@fingerpaint.com	Trade Claim	Contingent, Unliquidated & Disputed			\$179,332.06
4	Academy of Managed Care Pharmacy 675 N. Washinton Street, Suite 220 Alexandria, VA 22314	Attn: Paula J. Eichenbrenner, Executive Director P: (703) 684-2600 ext. 605 F: (703) 684-2651 paula@amcpfoundation.org	Trade Claim	Contingent, Unliquidated & Disputed			\$167,500.00
5	Truepill, Inc 3121 Diablo Avenue Hayward, CA 94545	Attn: Umar Afridi, CEO P: (925) 412-3130 F: (866) 889-0117 AR@truepill.com	Trade Claim	Contingent, Unliquidated & Disputed			\$142,380.46
6	SVASUM AB Esbjornsgatan 4 Orebro, 702 17 Sweden	Attn: CEO or General Counsel P: +46 702 524 480 hollandare@hotmail.com	Trade Claim	Contingent, Unliquidated & Disputed			\$125,000.00
7	Golin Harris International 909 3rd Avenue New York, NY 10022	Attn: Matt Neale, CEO P: (212) 373-6000 CMGRemits@interpublic.com; dlangeland@golin.com	Trade Claim	Contingent, Unliquidated & Disputed			\$124,819.08
8	Hannaford & Dumas Corporation 26 Conn St Woburn, MA 01801	Attn: Steve Bryer, Owner P: (781) 503-0100 F: (781) 503.0103 jdavis@hannaforddumas.com	Trade Claim	Contingent, Unliquidated & Disputed			\$123,798.71

Debtor Pear Therapeutics (US), Inc. Case number (if known) _____
 Name _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	CP MA REIT LLC dba CP 200 State LLC c/o Carr Properties Washington, DC 20036	Attn: John A. Schissel, President & Director P: (202) 355-1880 jmitek@carrprop.com	Lease Claim	Contingent, Unliquidated & Disputed			\$117,059.96
10	Covington & Burling LLP One CityCenter 850 Tenth Street, N.W. Washington, DC 20001	Attn: Doug Gibson, Chair of Mgmt Committee P: (202) 662-6709 dgibson@cov.com	Professional Services	Contingent, Unliquidated & Disputed			\$104,042.11
11	Amazon Web Services PO Box 84023 Seattle, WA 98124-8423	Attn: Adam Selipsky, CEO P: (206) 266-1000; (206) 266-4064 aws-receivables-support@email.amazon.com	Trade Claim	Contingent, Unliquidated & Disputed			\$100,467.67
12	TTEC Holdings, Inc. dba TTEC Government Solutions, LLC 9197 South Peoria Street Englewood, CO 80112	Attn: Kenneth Tuchman, CEO P: (800) 835-3832 AR_Global@TTEC.com	Trade Claim	Contingent, Unliquidated & Disputed			\$96,936.00
13	Sugata Research 3F Ishiyama Bldg 1-58-1 Yoyogi Shibuya-ku Tokyo, 151-0053 Japan	Attn: Andrew Darton, Managing Director P: +81-3-5304-0339 F: +81-3-5304-0340 fukasawa@sugataresearch.com	Trade Claim	Contingent, Unliquidated & Disputed			\$88,837.50
14	HealthVerity, Inc 1818 Market Street, Suite 700 Philadelphia, PA 19103	Attn: Andrew Kress, CEO P: (267) 262-6776 accounting@healthverify.com	Trade Claim	Contingent, Unliquidated & Disputed			\$81,625.00
15	Definitive Healthcare LLC 492 Old Connecticut Path Framingham, MA 01701	Attn: Robert Musslewhite, CEO P: (866) 679-6461 billing@definitivehc.com	Trade Claim	Contingent, Unliquidated & Disputed			\$79,805.75
16	Q2i LLC 134 Birch Drive Rindge, NH 04361	Attn: Steven Jenkins, CEO P: (617) 812-2602 RuthAnn@q2i.com	Trade Claim	Contingent, Unliquidated & Disputed			\$70,588.23
17	Oxford University Press 2001 Evans Road Cary, NC 27513	Attn: Nigel Portwood, CEO P: (919) 677-0977 F: (919) 677-1714 cynthia.nowell@oup.com	Trade Claim	Contingent, Unliquidated & Disputed			\$63,709.08
18	ABio Clinical Research Partners, LLC 13926 Hull Street Road, #160 Midlothian, VA 23112	Attn: Andrea Brown, President P: (804) 638-8598 bbrown@abioclinical.co	Trade Claim	Contingent, Unliquidated & Disputed			\$51,377.60
19	Pendo.io Inc. 301 Hillsborough St, Suite 1900 Raleigh, NC 27603	Attn: Todd Olson, CEO P: (919) 275-5477 billing@pendo.io	Trade Claim	Contingent, Unliquidated & Disputed			\$50,000.00
20	Schellman & Company LLC 4010 West Boy Scout Blvd, Suite 600 Tampa, FL 33607	Attn: Avani Desai, CEO P: (866) 254-0000 F: (888) 504-0967 schellman@myworkday.com	Professional Services	Contingent, Unliquidated & Disputed			\$47,500.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Deloitte Tax LLP 4022 Sells Drive Hermitage, TN 37076	Attn: Steve Kimble, CEO P: (615) 882-7600 F: (615) 882-6600 deloittepayments@deloitte.com	Professional Services	Contingent, Unliquidated & Disputed			\$46,500.00
22	Brownstein Hyatt Farber Schreck LLP 410 17th Street, Suite 200 Denver, CO 80202	Attn: Richard Benenson, Managing Partner P: (303) 223-1417 F: (303) 223-8003 svogler@bhfs.com	Professional Services	Contingent, Unliquidated & Disputed			\$46,000.00
23	Panalgo LLC 265 Franklin Street, Suite 1101 Boston, MA 02110	Attn: Tiffany Siu Woodworth, President P: (781) 290-0808 AR@Panalgo.com	Trade Claim	Contingent, Unliquidated & Disputed			\$41,000.00
24	Managed Markets Insight & Technology dba MMIT 1040 Stony Hill Road, Suite 300 Yardley, PA 19067	Attn: Diana Watson, CEO P: (267) 753-6800 AR-MMIT@mmitnetwork.com	Trade Claim	Contingent, Unliquidated & Disputed			\$37,400.00
25	Auditboard, Inc 12900 Park Plaza Drive, Suite 200 Cerritos, CA 90703	Attn: Scott Arnold, President & CEO P: (877) 769-5444 accountsreceivable@auditboard.com	Trade Claim	Contingent, Unliquidated & Disputed			\$36,875.00
26	Gardner Resources Consulting LLC 110 Cedar Street, Suite 20 Wellesley, MA 02481	Attn: Steve Naha, CEO P: (781) 997-5239 finance@grgc.com	Trade Claim	Contingent, Unliquidated & Disputed			\$32,976.00
27	McGrath Consulting Group, Inc. 2077 2nd Street Dr NW Hickory, NC 28601	Attn: John P McGarth, President P: (828) 238-6785 jmcgrath10@gmail.com	Trade Claim	Contingent, Unliquidated & Disputed			\$30,150.00
28	Tropic Technologies, Inc. 920 Broadway, 2nd Floor New York, NY 10010	Attn: David Campbell, CEO P: (800) 981-6303 accounting@tropicapp.io	Trade Claim	Contingent, Unliquidated & Disputed			\$28,750.00
29	Manning Personnel Group 211 Congress St, 10th Floor Boston, MA 02110	Attn: Jack Manning, President P: (617) 523-8866 rbagge@manningpg.com	Trade Claim	Contingent, Unliquidated & Disputed			\$27,500.00
30	EP Mediate Co., Ltd. 1-8 Tsukudo-cho Shinjuku-ku Tokyo, 1620821 Japan	Attn: Masanori Tanji, President P: +81-3-5657-9131 F: +81-3-5657-9129 uchida.keiko247@eps.co.jp	Trade Claim	Contingent, Unliquidated & Disputed			\$27,053.64

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

PEAR THERAPEUTICS (US), INC.,

Debtor.

Chapter 11

Case No. _____ (____)

Federal Tax I.D. No. 46-3597074

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3) and 7007.1**

Pursuant to Rule 1007(a)(1), 1007(a)(3) and 700.1 of the Federal Rules of Bankruptcy Procedures, Pear Therapeutics (US), Inc the above captioned debtor and debtor in possession (the “Debtor”), respectfully represents:

1. The Debtor is 100% owned by Pear Therapeutics, Inc.

Fill in this information to identify the case and this filing:

Debtor Name Pear Therapeutics (US), Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

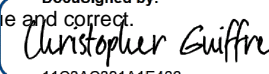
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement and List of Equity Interest Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/07/2023
MM / DD / YYYY

DocuSigned by:

11C3AC391A1E466...

Signature of individual signing on behalf of debtor

Christopher Guiffre
Printed name

Chief Financial Officer/Chief Operating Officer
Position or relationship to debtor

BOARD RESOLUTIONS AUTHORIZING CHAPTER 11

The undersigned, being all the members of the board of directors (the “**Board**”) of Pear Therapeutics (US), Inc. (the “**Corporation**”), hereby take the following actions and adopt the following resolutions pursuant to the by-laws of the Corporation and in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Board has considered presentations by the management and the financial and legal advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to it, and the effect of the foregoing on the Corporation’s business; and

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Corporation and to fully consider each of the strategic alternatives available to the Corporation and has determined, in the judgment of the Board, that the following resolutions are in the best interests of the Corporation and its creditors.

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED: That, in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors, and other parties in interest, that the Corporation shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (the “**Chapter 11 Case**”) under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”); and

RESOLVED: That the duly appointed officers of the Corporation (collectively, the “**Authorized Signatories**”), acting alone or with one or more other Authorized Signatories be, and hereby is, authorized, empowered, and directed to execute and file on behalf of the Corporation all petitions, schedules, lists, and other motions, pleadings, papers, or documents, and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Corporation’s business.

RETENTION OF PROFESSIONALS

RESOLVED: That each of the Authorized Signatories be, and hereby is, authorized, empowered, and directed to employ the law firm of Foley Hoag LLP (“**Foley Hoag**”), as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation’s rights and obligations, including the preparation and filing of any motions, objections, replies, applications, or pleadings and conducting any potential sale process on behalf of the Corporation in the Chapter 11 Case; and in connection therewith, each of the Authorized Signatories, acting alone or in any combination, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, if

required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain Foley Hoag;

RESOLVED: That each of the Authorized Signatories be, and hereby is, authorized, empowered, and directed to employ the law firm of Gibbons P.C. ("**Gibbons**"), as Delaware counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including the preparation and filing of any motions, objections, replies, applications, or pleadings and conducting any potential sale process on behalf of the Corporation in the Chapter 11 Case; and in connection therewith, each of the Authorized Signatories, acting alone or in any combination, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain Gibbons;

RESOLVED: That each of the Authorized Signatories be, and hereby is, authorized, empowered, and directed to employ the law firm of Wilmer Cutler Pickering Hale and Dorr LLP ("**WilmerHale**"), to render legal services as special counsel to the Corporation pursuant to section 327(e) of the Bankruptcy Code to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Signatories, acting alone or in any combination, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain WilmerHale;

RESOLVED: That each of the Authorized Signatories be, and hereby is, authorized, empowered, and directed to employ Sonoran Capital Advisors, LLC ("**Sonoran**") as financial advisor to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations in connection with the Chapter 11 Case; and in connection therewith, each of the Authorized Signatories, acting alone or in any combination, with power of delegation, hereby is, authorized, empowered, and directed, on behalf of and in the name of the Corporation, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Sonoran;

RESOLVED: That each of the Authorized Signatories be, and hereby is, authorized, empowered, and directed to employ MTS Health Partners, L.P. ("**MTS**") as financial advisor and to represent and assist the Corporation in connection with any sale or restructuring of the Corporation's assets and liabilities and in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations in connection with the Chapter 11 Case; and in connection therewith, each of the Authorized Signatories, acting alone or in any combination, with power of delegation, hereby is, authorized, empowered, and

directed, on behalf of and in the name of the Corporation, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of MTS;

RESOLVED: That each of the Authorized Signatories be, and hereby is, authorized, empowered, and directed to employ Stretto, Inc. (“*Stretto*”) as notice, claims, solicitation, and balloting agent in connection with the Chapter 11 Case and to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation’s rights and obligations; and in connection therewith, each of the Authorized Signatories, acting alone or in any combination, with power of delegation, is hereby authorized, empowered, and directed, on behalf of and in the name of the Corporation, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Stretto;

RESOLVED: That each of the Authorized Signatories be, and hereby is, authorized, empowered, and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, acting alone or in any combination, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, if required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable; and

RESOLVED: That each of the Authorized Signatories, acting alone or in any combination, be, and each hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, appropriate, or desirable in connection with the Chapter 11 Case.

GENERAL

RESOLVED: That, in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including, but not limited to, filing fees, in each case as in such Authorized Signatory’s judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

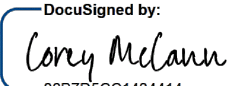
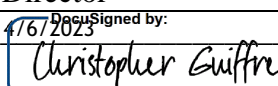
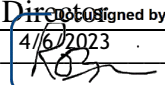
RESOLVED: That the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Corporation, or hereby waives any right to have received such notice;

RESOLVED: That any and all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, adopted, confirmed, and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Board;

RESOLVED: That each of the Authorized Signatories (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Corporation with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein; and

RESOLVED: That this unanimous omnibus written consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same consent; and facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

IN WITNESS WHEREOF, each of the undersigned directors has executed this Unanimous Written Consent of Directors, which will be effective on the earliest date by which it has been executed by all of the members of the Board (the “*Effective Date*”):

By:	 86B7D5CC1434414...
Name:	Corey McCann
Title:	Director
Date:	4/6/2023
By:	 11C3AC391A1E466...
Name:	Christopher Guiffre
Title:	Director
Date:	4/6/2023
By:	 70029F67C1054C7...
Name:	Ronan O'Brien
Title:	Director
Date:	4/6/2023

Being all of the Members of the Board of Directors of Pear Therapeutics (US), Inc.

Effective Date: April 6, 2023